

EXHIBIT D

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COMPANY CONFORMED NAME:	TYCO INTERNATIONAL GROUP S A
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STANDARD INDUSTRIAL CLASSIFICATION:	GENERAL INDUSTRIAL MACHINERY & EQUIPMENT

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FORM TYPE:	424B2
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STREET 1:	BOULEVARD ROYAL 26
STREET 2:	L-2449 LUXEMBOURG
ZIP:	00000
BUSINESS PHONE:	0113522299

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	TYCO INTERNATIONAL LTD /BER/
CENTRAL INDEX KEY:	0000833444
STANDARD INDUSTRIAL CLASSIFICATION:	GENERAL INDUSTRIAL MACHINERY & EQUIPMENT
IRS NUMBER:	000000000
FISCAL YEAR END:	0930

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SEC FILE NUMBER:	333-70273-01
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BUSINESS ADDRESS:

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CITY:	HAMILTON HM 12 BERMU
STATE:	D0
BUSINESS PHONE:	4412928674

MAIL ADDRESS:

STREET 1:	C/O TYCO INTERNATIONAL (US) INC
STREET 2:	ONE TYCO PARK
CITY:	EXETER
STATE:	NH

ZIP: 03833

FORMER COMPANY:

FORMER CONFORMED NAME: ADT LIMITED
 DATE OF NAME CHANGE: 19930601

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 REGISTRATION NO.'S 333-70273
 333-70273-01
 333-50835 AND
 333-50835-01

PROSPECTUS SUPPLEMENT
 (To Prospectus dated May 1, 1998)

[LOGO]

TYCO INTERNATIONAL GROUP S.A.

\$400,000,000 6 1/8% NOTES DUE 2009

ISSUE PRICE: 99.058%

\$300,000,000 6 7/8% NOTES DUE 2029

ISSUE PRICE: 98.378%

INTEREST PAYABLE JANUARY 15 AND JULY 15

FULLY AND UNCONDITIONALLY GUARANTEED BY
 TYCO INTERNATIONAL LTD.

The 6 1/8% Notes due 2009 will mature on January 15, 2009 and the 6 7/8% Notes due 2029 will mature on January 15, 2029. Interest will accrue from January 12, 1999. Tyco International Group S.A. may redeem the Notes in whole or in part at any time at the greater of their principal amount or the discounted present value of the remaining scheduled payments of principal and interest plus accrued and unpaid interest, as described on page S-12. In addition, if certain changes to Luxembourg or Bermuda withholding taxes occur, Tyco International Group S.A. may redeem all of the Notes. The Notes will be issued in minimum denominations of \$1,000 increased in multiples of \$1,000.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement or the Prospectus. Any representation to the contrary is a criminal offense.

<TABLE>

<S>	<C> PRICE TO PUBLIC	<C> DISCOUNTS AND COMMISSIONS	<C> PROCEEDS TO THE COMPANY
Per 2009 Note	99.058%	.650%	98.408%
Total	\$396,232,000	\$2,600,000	\$393,632,000
Per 2029 Note	98.378%	.875%	97.503%
Total	\$787,024,000	\$7,000,000	\$780,024,000

</TABLE>

The Notes will not be listed on any national securities exchange. Currently, there is no public market for the Notes.

It is expected that delivery of the Notes will be made to investors on or about January 12, 1999.

J.P. MORGAN & CO.

ABN AMRO
INCORPORATED

CHASE SECURITIES INC.

FIRST UNION CAPITAL
MARKETS

NATIONSBANC MONTGOMERY SECURITIES
LLC

<PAGE>
COMMERZBANK CAPITAL MARKETS
CORPORATION

FIRST CHICAGO CAPITAL MARKETS,
INC.

SCOTIA CAPITAL MARKETS' (USA) INC.
January 7, 1999

BT ALEX.BROWN

CREDIT SUISSE FIRST BOSTON

HSBC MARKETS

SALOMON SMITH BARNEY

CREDIT LYONNAIS SECURITIES

MCDONALD INVESTMENTS
A KEYCORP COMPANY

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person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this Prospectus Supplement or the Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized. This Prospectus Supplement and the Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this Prospectus Supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this Prospectus Supplement or the Prospectus, nor any sale made hereunder and thereunder shall, under any circumstances, create any implication that there has been no change in the affairs of Tyco International Group S.A. (the "Company") or Tyco International Ltd. ("Tyco") since the date hereof or that information contained or incorporated by reference herein or therein is correct as of any time subsequent to the date of such information.

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FORWARD LOOKING INFORMATION

Certain statements contained or incorporated by reference in this Prospectus Supplement or the Prospectus are "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All forward looking statements involve risks and uncertainties. In particular, any statement contained in this Prospectus Supplement, the Prospectus or any document incorporated by reference in the Prospectus, regarding the consummation and benefits of future acquisitions, as well as expectations with respect to future sales, operating efficiencies and product expansion, are subject to known and unknown risks, uncertainties and contingencies, many of which are beyond the control of the Company and/or Tyco, which may cause actual results, performance or achievements to differ materially from anticipated results, performances or achievements. Factors that might affect such forward looking statements include, among other things, overall economic and business conditions; the demand for the goods and services of the Company and Tyco; competitive factors in the industries in which the Company and Tyco compete; changes in government regulation; changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations); interest rate fluctuations and other capital market conditions, including foreign currency rate fluctuations; economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders; the ability to achieve anticipated synergies and other costs savings in connection with acquisitions; the timing, impact and other uncertainties of future acquisitions; and the ability of the Company and Tyco, and their customers and suppliers, to replace, modify or upgrade computer programs in order to adequately address the Year 2000 issue.

WHERE YOU CAN FIND MORE INFORMATION

Tyco files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. These filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document filed by Tyco or the Company with the SEC at the SEC's public reference rooms in Washington, D.C.,

New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information of the public reference rooms and their copy charges. Tyco's common shares are listed on the New York Stock Exchange, as well as on the London and Bermuda Stock Exchanges. You can obtain information about Tyco from the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

The Prospectus "incorporates by reference" information filed or to be filed by Tyco with the SEC. The information incorporated by reference is an important part of the Prospectus. The following documents that have been filed with the SEC, as well as all other documents filed by Tyco with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Prospectus Supplement and prior to the closing of this Offering, are incorporated by reference into the Prospectus:

1. Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 1998. ✓
2. Tyco's Current Report on Form 8-K filed December 10, 1998. ✓
3. Tyco's Current Report on Form 8-K/A filed December 11, 1998. ✓

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TYCO

Tyco is a diversified manufacturing and service company that, through its subsidiaries:

- - designs, manufactures and distributes electrical and electronic components and designs, manufactures, installs and services undersea cable communication systems;
- - designs, manufactures and distributes disposable medical supplies and other specialty products, and conducts vehicle auctions and related services;
- - designs, manufactures, installs and services fire detection and suppression systems and installs, monitors and maintains electronic security systems; and
- - designs, manufactures and distributes flow control products.

Tyco's strategy is to be the low-cost, high quality producer and provider in each of its markets. It promotes its leadership position by investing in existing businesses, developing new markets and acquiring complementary businesses and products. Combining the strengths of its existing operations and its business acquisitions, Tyco seeks to enhance shareholder value through increased earnings per share and strong cash flows.

On July 2, 1997, a wholly-owned subsidiary of what was formerly called ADT Limited merged with Tyco International Ltd., a Massachusetts corporation ("Former Tyco"). Upon consummation of the merger, ADT (the continuing public company) changed its name to Tyco International Ltd.

Tyco's registered and principal executive offices are located at The Gibbons Building, 10 Queen Street, Suite 301, Hamilton HM 11, Bermuda, and its telephone number is (441) 292-8674. The executive offices of Tyco's principal United States subsidiary, Tyco International (US) Inc., are located at One Tyco Park, Exeter, New Hampshire 03833, and its telephone number is (603) 778-9700.

THE COMPANY

The Company, Tyco International Group S.A., is a Luxembourg company and a wholly-owned subsidiary of Tyco. The registered and principal offices of the Company are located at 6, avenue Emile Reuter, 2nd Floor, L-2420 Luxembourg, and

its telephone number is (352) 46 43 40-1. Through its subsidiaries, the Company owns substantially all of the assets, and engages in substantially all of the businesses, owned or engaged in by Tyco.

CURRENT DEVELOPMENTS

PENDING ACQUISITION OF AMP

On November 22, 1998, a subsidiary of Tyco entered into a definitive merger agreement for the acquisition of AMP Incorporated. It is estimated that Tyco will issue up to approximately 186.0 million common shares for delivery by its subsidiary to the former shareholders of AMP in the merger. AMP designs, manufactures and markets electronic, electrical and electro-optic connection devices and associated application tools and machines. AMP had annual revenues of approximately \$5.7 billion in 1997. At September 30, 1998, AMP's total cash and cash equivalents was approximately \$236 million, its total debt was approximately \$630 million (including long-term debt of approximately \$170 million) and its shareholders' equity was approximately \$2.8 billion.

The acquisition of AMP, which will be accounted for as a pooling of interests, has been structured so that AMP shareholders will receive for each of their shares of AMP common stock a fraction of a Tyco common share valued between \$51.00 and \$55.95. The fraction will be determined based on the average of the daily weighted averages of the trading price of Tyco common shares on the New York Stock Exchange over the 15 consecutive trading days ending four trading days prior to the date of the special meeting of AMP shareholders to vote on the merger. This average is referred to as the "Average Stock Price."

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- If the Average Stock Price is equal to or greater than \$67.00 but less than or equal to \$73.50, the exchange ratio will be 0.7612 Tyco common shares for each share of AMP common stock, corresponding to a value of between \$51.00 ($0.7612 \times \67.00) and \$55.95 ($0.7612 \times \73.50).
- If the Average Stock Price is greater than \$73.50, the exchange ratio will be reduced, so that the product of the exchange ratio and the Average Stock Price is \$55.95 (i.e., AMP shareholders will receive \$55.95 in value (based upon the Average Stock Price) of Tyco common shares for each share of AMP common stock).
- If the Average Stock Price is equal to or greater than \$60.00 but less than \$67.00, the exchange ratio will be increased, so that the product of the exchange ratio and the Average Stock Price is \$51.00 (i.e., AMP shareholders will receive \$51.00 in value (based upon the Average Stock Price) of Tyco common shares for each share of AMP common stock).
- If the Average Stock Price is less than \$60.00, the exchange ratio will be increased, so that the product of the exchange ratio and the Average Stock Price remains \$51.00 (i.e., AMP shareholders will receive \$51.00 in value (based upon the Average Stock Price) of Tyco common shares for each share of AMP stock). In this case, Tyco may call off the merger unless AMP agrees to an exchange ratio equal to 0.8500. If AMP so agrees, AMP shareholders will receive Tyco shares with a value (based on the Average Stock Price) of less than \$51.00.

Tyco has identified certain risks in connection with the AMP acquisition, including:

Tyco believes that the AMP acquisition will be immediately accretive to earnings per share based on the implementation by AMP of its profit improvement plan, the achievement of additional cost savings and the realization of other synergistic benefits. While Tyco believes that such

benefits are realizable, the timing for realization of these benefits, as well as the amounts thereof, may be affected by factors beyond the control of Tyco and AMP.

- The anticipated benefits of the AMP acquisition to Tyco and its shareholders include the realization of synergies and cost savings expected to be achieved following the acquisition through the combination of the businesses of Tyco and AMP. In this regard, Tyco expects to enhance and accelerate AMP's profit improvement plan, based upon Tyco's experiences with prior acquisitions. Tyco's ability to achieve these objectives and to realize the anticipated benefits of the merger will depend in large measure on the ability of Tyco to integrate AMP's business and operations with Tyco's Electric and Electronic Components group following the AMP acquisition and to adapt AMP to Tyco's management culture. Although Tyco has been successful in the past in integrating its acquired businesses with its existing operations, AMP is substantially larger than any of Tyco's prior acquisitions. Tyco could encounter unexpected difficulties in integrating AMP's business, which would reduce or eliminate anticipated benefits of the AMP acquisition.
- AMP services segments of the electrical, electronic and electro-optical device industries that have been adversely affected by the current economic downturn in Asia and other parts of the world. The effects of this downturn on AMP have been more pronounced than on the businesses of Tyco generally, in part because of the lesser dependence of Tyco's Electrical and Electronic Components group on Asian business and in part because of the diversified nature of Tyco's other businesses. Tyco is unable to predict how long the economic disruptions in Asia will persist. In addition, the effects of these disruptions on the business of AMP following the AMP acquisition could be greater than anticipated.

A restructuring charge to Tyco's operations is expected to be recognized in connection with the AMP acquisition to reflect the combination of Tyco and AMP. Such charge, which has yet to be estimated, may include amounts with respect to the elimination of excess facilities, the write-off of certain goodwill and fixed assets, severance costs and the satisfaction of certain liabilities. In addition, AMP has indicated that, during the fourth quarter of 1998, it will take a restructuring charge to complete the implementation of its profit improvement plan.

The consummation of the AMP transaction is contingent upon customary regulatory review, approval by the AMP shareholders of the merger, approval by the Tyco shareholders of the issuance of the Tyco common shares to be

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delivered in connection with the merger and certain other conditions. There is no assurance that the AMP acquisition will be consummated.

AMP is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance with the Exchange Act, files reports, proxy statements and other information with the SEC. Tyco has filed a registration statement on Form S-4 with the SEC in respect of the AMP acquisition, which has not yet been declared effective by the SEC.

ACQUISITION OF US SURGICAL

On October 1, 1998, Tyco acquired United States Surgical Corporation, which manufactures and markets surgical wound closure products and other advanced surgical products. Following the acquisition, Tyco's financial statements were stated pursuant to the pooling of interests method of accounting which combines the results of operations and financial condition of Tyco and US Surgical for all relevant periods. The financial information for Tyco presented in this Prospectus Supplement reflects this restatement.

USE OF PROCEEDS

The Company estimates that the net proceeds from the sale of the Notes, after deducting the Underwriters' discount and offering expenses, will be approximately \$1,173.5 million. Such proceeds are expected to be used to repay borrowings under the Company's \$2.25 billion bank credit agreement. As of January 5, 1999, there was \$2.16 billion outstanding under the bank credit agreement, bearing interest at a weighted average rate of 5.86% per annum and having current maturities of beyond one year. The bank credit agreement permits the Company to borrow up to \$2.25 billion until February 12, 2000 and thereafter up to \$0.50 billion until February 12, 2003. The borrowings under this facility were primarily incurred in connection with certain business acquisitions in fiscal 1998, including, among others, the Wells Fargo Alarm business of Borg-Warner Security Corporation, Sigma Circuits Inc., Rust Environmental and Infrastructure, Inc. and CIPE S.A.; a final payment for the acquisition of Tyco Submarine Systems Ltd.; repayment of US Surgical's committed credit facilities; and the acquisition of Graphic Controls Corporation in November 1998. Affiliates of certain of the Underwriters are lenders under the bank credit agreement and will receive a significant portion of the net proceeds of the Offering. For more information, see "Capitalization of Tyco" and "Underwriting."

RATIO OF EARNINGS TO FIXED CHARGES OF TYCO

The following table sets forth the ratio of earnings to fixed charges of Tyco for the fiscal year ended September 30, 1998, the nine month transition period ended September 30, 1997 and the years ended December 31, 1996, 1995 and 1994.

<TABLE>

<CAPTION>

	YEAR ENDED SEPTEMBER 30, 1998 (3)	NINE MONTHS ENDED SEPTEMBER 30, 1997 (3)
<S>	<C>	<C>
Ratio of earnings to fixed charges (1) (2)	4.96	(4)

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	1994
<S>	<C>
Ratio of earnings to fixed charges (1) (2)	3.21

</TABLE>

(1) For purposes of determining the ratio of earnings to fixed charges, earnings consist of income (loss) before income taxes and extraordinary items, and fixed charges. Fixed charges consist of interest on indebtedness, amortization of debt expenses and one-third of rent expense which is deemed representative of an interest factor.

(2) On July 2, 1997, a wholly-owned subsidiary of Tyco merged with Former Tyco. On August 27, 1997, Tyco consummated a merger with INBRAND Corporation, on August 29, 1997, Tyco consummated a merger with Keystone International, Inc. and on October 1, 1998, Tyco consummated a merger with US Surgical. Each of the four merger transactions qualifies for the pooling of interests method of accounting. As such, the ratio of earnings to fixed charges for the year ended September 30, 1998, the nine months ended September 30,

1997 and the years ended December 31, 1996, 1995 and 1994 include the effect of the mergers, except that the calculation presented above for periods prior to January 1, 1997 does not include INBRAND due to immateriality.

Prior to their respective mergers, ADT, Keystone and US Surgical had calendar year ends and Former Tyco had a June 30 fiscal year end. The historical results upon which the ratios are based have been combined using a calendar year end for ADT, Keystone, US Surgical and Former Tyco for the year ended December 31, 1996. For 1995 and 1994, the ratio of earnings to fixed charges reflects the combination of ADT, Keystone and US Surgical with a calendar year end and Former Tyco with a June 30 fiscal year end.

- (3) In September 1997, Tyco changed its fiscal year end from December 31 to September 30. Accordingly, the nine-month transition period ended September 30, 1997 and the year ended September 30, 1998 are presented.
- (4) Earnings were insufficient to cover fixed charges by \$489.6 million in the nine months ended September 30, 1997.

Earnings for the nine months ended September 30, 1997 and the year ended December 31, 1996 include merger, restructuring and other non-recurring charges of \$947.9 million and \$246.1 million, respectively. Earnings also include a charge for the impairment of long-lived assets of \$148.4 million and \$744.7 million, respectively, in the 1997 and 1996 periods. The 1997 period also includes a write-off of purchased in-process research and development of \$361.0 million.

On a pro forma basis, the ratio of earnings to fixed charges excluding merger, restructuring and other non-recurring charges, charge for the impairment of long-lived assets and write-off of purchased in-process research and development would have been 5.71x and 4.82x for the nine months ended September 30, 1997 and year ended December 31, 1996, respectively.

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CAPITALIZATION OF TYCO

The following table sets forth the consolidated capitalization of Tyco (i) on an actual basis as of September 30, 1998, (ii) on a pro forma basis to give effect to the October 1998 issuance of the Company's private placement notes due 2004 and 2008, the assumption of certain outstanding debt in connection with the acquisition of Graphic Controls in November 1998 and increases in amounts outstanding under the Company's bank credit agreement and uncommitted lines of credit through January 5, 1999 in connection with certain business acquisitions, including, among others, Graphic Controls and repayment of amounts outstanding under the Company's bank credit facilities and (iii) as adjusted to give effect to the issuance of the Notes and the application of the net proceeds thereof. This table should be read in conjunction with the supplemental consolidated financial statements of Tyco and the related notes included in Tyco's Current Report on Form 8-K filed on December 10, 1998 incorporated by reference into the Prospectus. See "Where You Can Find More Information" and "Use of Proceeds."

<TABLE>

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Current portion of long-term debt:.....

SE	

ACTUAL	

<C>	
(IN MILLI	
\$	355.9

Long-term debt:	
Bank and acceptance facilities.....	\$ 0.8
Bank credit agreement.....	1,359.0
Bank credit facilities.....	206.9
Uncommitted lines of credit.....	--
8.125% public notes due 1999.....	10.5
8.25% senior notes due 2000.....	9.5
6.5% public notes due 2001.....	299.0
6.125% public notes due 2001.....	747.0
9.25% senior subordinated notes due 2003.....	14.1
5.875% private placement notes due 2004.....	--
6.375% public notes due 2004.....	104.6
6.375% public notes due 2005.....	742.6
12.0% notes due 2005--Graphic Controls.....	--
6.125% private placement notes due 2008.....	--
7.25% senior notes due 2008.....	300.0
Zero coupon Liquid Yield Option Notes due 2010.....	115.3
6.25% public Dealer remarketable securities(SM) ("Drs.(SM)") due 2013*.....	762.8
9.5% public debentures due 2022.....	49.0
8.0% public debentures due 2023.....	50.0
7.0% public notes due 2028.....	492.1
Financing lease obligation.....	76.5
6.125% Notes due 2009.....	--
6.875% Notes due 2029.....	--
Other.....	270.5
Total debt.....	5,610.2
Less current portion.....	355.9
Total long-term debt.....	5,254.3
Shareholders' equity:	
Common shares, \$0.20 par value, 1,503,750,000 shares authorized; 645,883,118 shares outstanding, net of 3,371,003 shares owned by subsidiaries.....	129.2
Capital in excess:	
Share premium.....	4,032.8
Contributed surplus, net of deferred compensation of \$46.3.....	2,850.5
Currency translation adjustment.....	(212.9)
Accumulated earnings.....	400.0
Total shareholders' equity.....	7,199.6
Total capitalization.....	\$ 12,453.9

</TABLE>

* "Dealer remarketable securities(SM)" and "Drs.(SM)" are service marks of J.P. Morgan Securities Inc.

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SELECTED SUPPLEMENTAL CONSOLIDATED FINANCIAL DATA OF TYCO

The following information is only a summary and has been derived from Tyco's audited supplemental consolidated financial statements for the fiscal year ended September 30, 1998, the nine months ended September 30, 1997 and the year ended December 31, 1996. The information should be read in conjunction with the financial statements and related notes contained in the annual, quarterly and other reports filed by Tyco with the SEC. See "Where to Find More Information."

TABLE>
CAPTION>

<S>

	YEAR ENDED SEPTEMBER 30, 1998 (1)	NINE MO ENDE SEPTEMBER 30, 1997 (2)
	<C> (DOLLARS IN MILLIONS)	<C> AMOUNT
CONSOLIDATED STATEMENTS OF OPERATIONS DATA:		
Net sales.....	\$13,537.2	\$ 8,4
Cost of sales.....	8,621.1	5,4
Selling, general and administrative expenses.....	3,198.4	1,9
Merger, restructuring and other non-recurring charges.....	92.5	9
Charge for the impairment of long-lived assets.....	--	1
Write-off of purchased in-process research and development.....	--	3
Operating income (loss) (3) (4) (5).....	1,625.2	(3)
Interest income.....	38.9	
Interest expense.....	(270.1)	(1)
Other income less expenses.....	--	
Income (loss) before income taxes and extraordinary items.....	1,394.0	(4)
Income taxes.....	(428.9)	(2)
Income (loss) before extraordinary items.....	965.1	(6)
Extraordinary items, net of taxes.....	(2.4)	(1)
Net income (loss).....	962.7	(7)
Dividends on preference shares.....	--	
Net income (loss) available to common shareholders.....	\$ 962.7	\$ (7)
BASIC EARNINGS (LOSS) PER COMMON SHARE(6):		
Income (loss) before extraordinary items.....	\$ 1.54	\$ (1)
Extraordinary items, net of taxes.....	--	(1)
Net income (loss) per common share.....	1.54	(1)
DILUTED EARNINGS (LOSS) PER COMMON SHARE(6):		
Income (loss) before extraordinary items.....	\$ 1.50	\$ (1)
Extraordinary items, net of taxes.....	--	(1)
Net income (loss) per common share.....	1.50	(1)
CASH DIVIDENDS PER COMMON SHARE(6) (7).....	0.10	\$
CONSOLIDATED BALANCE SHEET DATA:		
Working capital.....	\$ 18,722.6	\$ 4
Total assets.....	18,722.6	12,1
Long-term debt.....	5,254.3	2,6
Shareholders' equity.....	7,199.6	4,6

</TABLE>

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(1) In September 1997, Tyco changed its fiscal year end from December 31 to September 30. Accordingly, the nine-month transition period ended September 30, 1997 and the year ended September 30, 1998 are presented.

On July 2, 1997, Tyco (formerly ADT) merged with Former Tyco. On August 27, 1997, August 29, 1997, and October 1, 1998, Tyco merged with INBRAND, Keystone and US Surgical, respectively. These four combinations are more

fully described in Notes 1 and 2 to the Supplemental Consolidated Financial Statements contained in Tyco's Current Report on Form 8-K filed on December 10, 1998, incorporated herein by reference. Prior to their respective mergers, ADT, Keystone and US Surgical had a December 31 fiscal year end and Former Tyco had a June 30 fiscal year end. The historical results have been combined using a December 31 fiscal year end for ADT, Keystone, Former Tyco and US Surgical for the year ended December 31, 1996.

- (3) Operating income in the fiscal year ended September 30, 1998 includes certain charges of \$80.5 million, including \$9.6 million of merger costs and \$70.9 million of costs to exit certain businesses in US Surgical's operations, and restructuring charges of \$12.0 million related to severance costs, facility disposals and asset write-downs as part of US Surgical's cost cutting objectives. See Note 15 to the Supplemental Consolidated Financial Statements contained in Tyco's Form 8-K filed on December 10, 1998.
- (4) Operating loss in the nine months ended September 30, 1997 includes charges related to merger, restructuring and other non-recurring costs of \$917.8 million and impairment of long-lived assets of \$148.4 million primarily related to the mergers and integration of ADT, Former Tyco, Keystone and INBRAND, and charges of \$24.3 million for litigation and other related costs and \$5.8 million for restructuring charges in US Surgical's operations. See Notes 11 and 15 to the Supplemental Consolidated Financial Statements contained in Tyco's Form 8-K filed on December 10, 1998. The results for the nine months ended September 30, 1997 also include a charge of \$361.0 million for the write-off of purchased in-process research and development related to the acquisition of the submarine systems business of AT&T Corp.
- (5) Operating loss in 1996 includes non-recurring charges of \$744.7 million related to the adoption of Statement of Financial Accounting Standards No. 121, \$237.3 million related principally to the restructuring of ADT's electronic security services business in the United States and United Kingdom and \$8.8 million of fees and expenses related to ADT's acquisition of Automated Security (Holdings) plc, a United Kingdom company. See Notes 11 and 15 to the Supplemental Consolidated Financial Statements contained in Tyco's Form 8-K filed on December 10, 1998.
- (6) Per share amounts for all periods presented have been restated to give effect to the mergers with Former Tyco, Keystone, INBRAND and US Surgical, a 0.48133 reverse stock split effected on July 2, 1997, and a two-for-one stock split distributed on October 22, 1997, effected in the form of a stock dividend.
- (7) Tyco has paid a quarterly dividend of \$0.025 per common share since July 2, 1997, the date of the Former Tyco/ADT merger. ADT had not paid any dividends on its common shares since 1992. Prior to the merger with ADT, Former Tyco paid a quarterly cash dividend of \$0.025 per share of common stock since January 1992. Prior to its merger with Tyco, Keystone paid quarterly dividends of \$0.19 per share since January 1994. US Surgical paid quarterly dividends of \$0.04 per share in the year ended September 30, 1998 and the nine months ended September 30, 1997 and aggregate dividends of \$0.08 per share in 1996. The payment of dividends by Tyco in the future will be determined by Tyco's Board of Directors and will depend on business conditions, Tyco's financial condition and earnings and other factors.

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DESCRIPTION OF THE NOTES

The 2009 Notes and the 2029 Notes offered by this Prospectus Supplement will be issued as two separate series of Debt Securities (as defined in the accompanying Prospectus) under an indenture dated as of June 9, 1998 (the "Indenture") among